

**EXHIBIT D**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	Case Nos. 01-1139 through 01-1200 (JKF)
W.R. GRACE & CO., et al.,	)	(Jointly Administered)
	)	
Debtors,	)	
_____	)	
	)	
OFFICIAL COMMITTEE OF	)	
ASBESTOS PERSONAL INJURY	)	
CLAIMANTS, et al.,	)	
	)	
Plaintiffs,	)	
	)	
- against-	)	Adv. No. 02-2210
	)	[LEAD DOCKET]
SEALED AIR CORPORATION	)	
and CRYOVAC, INC.,	)	
	)	
Defendants.	)	
_____	)	
OFFICIAL COMMITTEE OF	)	
ASBESTOS PERSONAL INJURY	)	
CLAIMANTS, et al.,	)	
	)	Adv. No. 02-2211
Plaintiffs,	)	
	)	
- against-	)	
	)	
FRESENIUS MEDICAL CARE,	)	
HOLDINGS, INC., et al.,	)	<u>This Document Pertains to Adv. No. 02-2210</u>
	)	
Defendants.	)	
_____	)	

Objection Deadline: December 16, 2003 at 4:00 p.m.  
Hearing Date: TBD only if necessary

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM  
PERIOD, FROM OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003**

Name of Applicant: Kirkland & Ellis LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and Debtors-in-Possession

Date of Retention: Retention Order entered May 3, 2001, effective as of April 2, 2001

Period for which compensation and reimbursement is sought: October 1, 2003, through October 31, 2003

Amount of Compensation sought as actual, reasonable and necessary: \$1,112.50

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$152.65

This is a X monthly \_\_\_ interim \_\_\_ final application.

The total time expended for the preparation of this application is approximately **3 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$750.00**.

This application is submitted in accordance with the order of this Court, dated July 10, 2002.

The following applications have been filed previously in these fraudulent conveyance proceedings:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 8, 2002	6/1 – 6/30/03	\$312,859.50	\$8,190.80	\$250,287.60	\$8,190.80
October 2, 2002	7/1 – 7/31/02	\$510,439.50	\$20,999.68	\$408,351.60	\$20,999.68
October 3, 2002	8/1 – 8/31/02	\$642,293.00	\$25,776.96	\$513,834.40	\$25,776.96
October 30, 2002	9/1 – 9/30/02	\$616,189.00	\$153,949.87	\$492,951.20	\$153,949.87
November 27, 2002	June – September, 2002	\$2,081,781.00	\$208,917.31	Pending	Pending
December 6, 2002	10/1 – 10/31/02	\$169,288.50	\$56,363.97	\$135,430.80	\$56,363.97
January 13, 2003	11/1 – 11/30/02	\$137,002.00	\$25,796.30	\$109,601.60	\$25,796.30
January 30, 2003	12/1 – 12/31/02	\$25,927.50	\$6,270.27	\$20,742.00	\$6,270.27
March 4, 2003	October – December, 2002	\$332,218.00	\$88,430.54	Pending	Pending
March 4, 2003	1/1 – 1/31/03	\$48,491.00	\$14,561.75	\$38,792.80	\$14,561.75
April 2, 2003	2/1 – 2/28/03	\$43,920.50	\$1,766.17	\$35,136.40	\$1,766.17
April 29, 2003	3/1 – 3/31/03	\$38,680.50	\$166.77	\$30,944.40	\$166.77
May 15, 2003	January – March, 2003	\$131,092.00	\$16,494.69	Pending	Pending
June 3, 2003	4/1 – 4/30/03	\$8,340.00	\$2,293.06	\$6,672.00	\$2,293.06
July 11, 2003	5/1 – 5/31/03	\$27,139.50	\$1,632.51	\$21,711.60	\$1,632.51
July 31, 2003	6/1 – 6/30/03	\$18,806.00	\$12.08	\$15,044.80	\$12.08
August 27, 2003	April – June, 2003	\$54,285.50	\$3,937.65	Pending	Pending
September 5, 2003	7/1 – 7/31/03	\$3,918.50	\$176.05	\$3,134.80	\$176.05
October 1, 2003	8/1 – 8/31/03	\$4,133.50	\$55.77	\$3,306.80	\$55.77
November 6, 2003	9/1 – 9/30/03	\$3,776.50	\$90.09	Pending	Pending

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Christian J Lane	Associate	6 Years	Bankruptcy	\$445.00	2.50	\$1,112.50
Total for Attorneys					2.50	\$1,112.50

Grand Total for Fees: **\$1,112.50**  
Grand Total for Hours: **2.50**  
Blended Rate: **\$445.00**

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
48	Fraudulent Conveyance Adv. Proceeding	2.50	\$1,112.50
	<b>Total</b>	<b>2.50</b>	<b>\$1,112.50</b>

**Expense Summary**

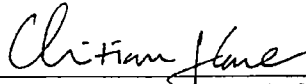
<b>Description</b>	<b>Amount</b>
Telephone	\$139.85
Standard Copies	\$9.60
Scanned Images	\$2.85
Computer Database Research	\$0.35
<b>Total</b>	<b>\$152.65</b>

**WHEREFORE**, K&E respectfully requests that (a) an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$1,112.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$890.00**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$152.65**); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

Wilmington, Delaware  
Dated: November 26, 2003

Respectfully submitted,

KIRKLAND & ELLIS LLP



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James H.M. Sprayregen, P.C.  
James W. Kapp III  
Christian J. Lane  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000

# **EXHIBIT A**

**Matter 48 – Fraudulent Conveyance Adversary Proceeding – Fees**

<b><u>Date</u></b>	<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
10/15/03	Christian J Lane	2.50	Review precedent and prepare draft applications re FC fee holdbacks.
	Total hours:	2.50	



# **EXHIBIT B**

**Matter 48 – Fraudulent Conveyance Adversary Proceedings – Expenses**

<b><u>Description</u></b>	<b><u>Amount</u></b>
Telephone	\$139.85
Standard Copies	\$9.60
Scanned Images	\$2.85
Computer Database Research	<u>\$0.35</u>
<b>Total</b>	<b>\$152.65</b>

**Matter 48 – Fraudulent Conveyance Adversary Proceedings – Itemized Expenses**

<b><u>Date</u></b>	<b><u>Amount</u></b>	<b><u>Description</u></b>
8/01/03	139.85	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., D. Bernick, 7/03
10/01/03	.60	Standard Copies
10/01/03	1.50	Scanned Images
10/07/03	1.20	Standard Copies
10/07/03	1.20	Standard Copies
10/08/03	.35	PACER SERVICE CENTER - Computer Database Research, Fees for documents retrieved from miscellaneous court dockets, Billing Cycle 7/1/03 to 9/30/03
10/14/03	.40	Standard Copies
10/14/03	2.60	Standard Copies
10/14/03	2.20	Standard Copies
10/14/03	1.35	Scanned Images
10/23/03	1.40	Standard Copies
Total:	152.65	

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	Case Nos. 01-1139 through 01-1200 (JKF)
W.R. GRACE & CO., et al.,	)	(Jointly Administered)
	)	
Debtors,	)	
	)	
OFFICIAL COMMITTEE OF ASBESTOS	)	
PERSONAL INJURY CLAIMANTS and	)	
OFFICIAL COMMITTEE OF ASBESTOS	)	
PROPERTY DAMAGE CLAIMANTS OF	)	
W.R. GRACE & CO., suing on behalf of the	)	
Chapter 11 Bankruptcy Estate of W.R. Grace	)	
& Co., et al.,	)	
	)	
Plaintiffs,	)	
	)	
- against-	)	Adv. No. 02-2210
	)	[LEAD DOCKET]
SEALED AIR CORPORATION	)	
and CRYOVAC, INC.,	)	
	)	
Defendants.	)	
	)	
OFFICIAL COMMITTEE OF ASBESTOS	)	
PERSONAL INJURY CLAIMANTS and	)	
OFFICIAL COMMITTEE OF ASBESTOS	)	
PROPERTY DAMAGE CLAIMANTS OF	)	
W.R. GRACE & CO., suing on behalf of the	)	
Chapter 11 Bankruptcy Estate of W. R.	)	
GRACE & CO., et al.,	)	
	)	
Plaintiffs,	)	Adv. No. 02-2211
	)	)
- against-	)	
	)	
FRESENIUS MEDICAL CARE,	)	
HOLDINGS, INC., et al.,	)	<u>Affects Dockets 02-2210 and 02-2211</u>
	)	
Defendants.	)	
	)	

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE                     )  
  )SS  
COUNTY OF NEW CASTLE            )


Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 26<sup>th</sup> day of November, 2003 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

**1. SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD, FROM OCTOBER 1, 2003 THROUGH OCTOBER 31, 2003.**

Dated: November 26, 2003

  
Patricia E. Cuniff

Sworn to and subscribed before  
me this 26<sup>th</sup> day of November, 2003

  
Notary Public  
My Commission Expires: 02/16/04

Grace Fee Application Service List

Case Number: 01-1139 (JKF)

Document Number: 33512

07 – Hand Delivery

11 – First Class Mail

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